

UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF PENNSYLVANIA

-----	X
	:
WILLIAM E. UNDERLAND and MARK	:
SCHALLER, on Behalf of Themselves and All	:
Others Similarly Situated,	:
	: Electronically Filed
Plaintiff,	:
	:
- against-	:
	:
DENNIS ALTER, WILLIAM A. ROSOFF,	:
PHILIP M. BROWNE, DAVID B.	: 10-Civ.-3621 (CMR)
WEINSTOCK, MAX BOTEL, THOMAS	:
COSTELLO, DANA BECKER DUNN,	:
ROBERT LUBNER, OLAF OLAFSSON,	:
MICHAEL STOLPER, and KPMG LLP,	:
	:
Defendants.	:
-----	:
	X

**DECLARATION OF THOMAS L. LAUGHLIN IV  
IN SUPPORT OF PLAINTIFFS' MOTION FOR  
PRELIMINARY APPROVAL OF CLASS ACTION SETTLEMENT**

I, Thomas L. Laughlin IV, declare as follows:

1. I am a partner with Scott+Scott, Attorneys at Law, LLP, counsel for Lead Plaintiffs William E. Underland and Mark Schaller ("Plaintiffs") in this matter. I make this declaration in support of Plaintiffs' Motion for Preliminary Approval of Class Action Settlement. I have personal knowledge of the matters stated herein and, if called upon, I could and would competently testify thereto under oath.

2. Attached hereto as Exhibit A is a true and correct copy of the Stipulation and Agreement of Settlement in the above-captioned case.

///

I declare under penalty of perjury that the foregoing is true and correct, and that this declaration was executed in New York, New York, on February 6, 2014.

/s/ Thomas L. Laughlin IV  
THOMAS L. LAUGHLIN IV